

EXHIBIT 5

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN RE: CATHODE RAY TUBE (CRT)

ANTITRUST LITIGATION

Master File No.

CV-07-5944 SC

MDL No. 1917

HEARING BEFORE SPECIAL MASTER MARTIN QUINN, JAMS

San Francisco, California

October 3, 2016

1:29 P.M. - 2:35 P.M.

Reported by:

KENNETH T. BRILL

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1 San Francisco, California, Monday October 3, 2016

2 1:29 p.m.

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4 THE COURT: Why don't you -- do you want to

5 ask them for their appearances.

6 MR. GOLDBERG: Mr. Quinn, this is Joe Goldberg

7 in Albuquerque, New Mexico.

8 THE COURT: Hello, Joe, how are you?

9 MR. GOLDBERG: I'm fine, Mr. Quinn, how are

10 you?

11 MR. TYLER: This is Nate Cihlar and Timothy

12 Battin from Straus Bois.

13 MR. SCARPULLA: Fran Scarpulla and Patrick

14 Clayton.

15 MR. COOPER: This is Josef Cooper.

16 MR. STEWART: Good afternoon. This is Dennis

17 Stewart from Hulett Harper Stewart in San Diego.

18 MR. BIRKHAEUSER: Dan Birkhaeuser from

19 Bramson, Plutzik, Mahler & Birkhaeuser.

20 MS. MOORE: Theresa Moore.

21 THE COURT: Okay. Let me list the names of

22 the people who I got, and then we'll see who I left out.

23 Mr. Patane, Mario Cohen, my clerk on this case, Gerry

24 something from Fine Kaplan.

25 MR. DEVER: Yes, Gerry Dever, thank you.

1 THE COURT: Thanks. Joe Goldberg. I missed
2 the two names from Straus & Boies. Do you want to give
3 me those, Nate something?

4 MR. CIHLAR: Yes, Nate Cihlar, C-I-H-L-A-R,
5 and Timothy Battin.

6 THE COURT: Okay. Mr. Scarpula, Mr. Cooper,
7 Mr. Stewart, Mr. Birkhauser and Ms. Moore. Anyone else?

8 MR. SCARPULA: As well as Patrick Clayton from
9 my office, and it's Fran Scarpula.

10 MR. GRALEWSKI: Mr. Quinn, Dan Hume is on the
11 phone as well.

12 THE COURT: Okay. Thank you. And here in the
13 courtroom we have Mr. Gralewski, Mr. Alioto,
14 Ms. Capurro, Ms. Kern, and Mr. Micheletti.

15 So we will begin the hearing today with a
16 presentation from Mr. Gralewski. If there's anything
17 you'd like to add to what you've submitted in writing.

18 MR. GRALEWSKI: Yes, thank you, Special Master
19 Quinn, and good afternoon on behalf of my partner, Dan
20 Hume, on the phone and myself, we'd like to thank you
21 for scheduling the hearing on our objection.

22 I have a request to begin with. Your order
23 number 4 permits lead counsel only to respond to any
24 other statements that firms may make today, and what I'd
25 like to do is request no more than five minutes to the

1 extent any of the long list of people speaks with
2 respect to our objection.

3 THE COURT: What do you mean, you request five
4 minutes at the end?

5 MR. GRALEWSKI: Yeah, the way I read your
6 order number 4 was that to the extent Mr. Micheletti,
7 for example, speaks after Mr. Alioto, or Ms. Capurro or
8 Ms. Kern, and I speak, I wouldn't be permitted to
9 respond and I'm simply requesting no more than five
10 minutes.

11 THE COURT: You'll have an opportunity to
12 respond.

13 MR. GRALEWSKI: Okay. Very good. Thank you,
14 thank you.

15 And then the other -- the other preliminary
16 thing I wanted to note, as we mention in our response, I
17 have several e-mails that we believe substantiate the
18 point we've made in our papers and demonstrate the --
19 the way in which lead counsel relied on our firm
20 throughout the case.

21 We didn't put those in or seek to put them in
22 because of the sensitive work product nature. I may
23 rely on them in response and we certainly consent to the
24 special master reviewing them if that is something the
25 special master wants to do. I have copies here today

1 for the special master and Mr. Alioto, if necessary.

2 THE COURT: Does anyone object to that, if --
3 does anyone object to, I guess, what Mr. Gralewski is
4 asking to submit those under seal, they can be made
5 available to any counsel who requested them.

6 MR. ALIOTO: We certainly have no objection to
7 submitting things under seal pursuant to the rules. You
8 know, this is going to be reviewed by Judge Tigar, and I
9 don't want to have any type of, you know, irregularity
10 in these proceedings.

11 I think to this point there were some filings
12 made, by I believe, by Mr. Shea (ph) or Mr. Berry (ph).
13 I don't know what the status of those are, they were --
14 they were submitted, they were redacted from the record
15 and now they're in the custody of the special master. I
16 don't want to be a real stickler on this, but if people
17 want to put something in the record and it's to be
18 confidential, it ought to be done in the manner
19 prescribed by the rules; otherwise, we're going to have
20 all of these materials before the special master, you
21 may or may not rely on them, they won't be in the
22 record, even under seal, and I think I would like to
23 bring these proceedings to a close one of these days,
24 and the fewer issues we have, the better for us, Your
25 Honor.

1 MR. HUME: Your Honor, this is Dan Hume, I
2 won't be speaking much, but just on this one point, our
3 intention really was, you know, to the extent you felt
4 you wanted to see something, you know, we're happy to
5 have -- to do that in sort of an in camera fashion. I
6 agree with Mr. Alioto, of course, that if things are
7 going to be put in the record and they need to be done
8 under seal, that we have to follow the proper procedures
9 for that.

10 I think all Mr. Gralewski was referring to was
11 to the extent you know, you felt you need to see
12 something because you were concerned about some factual
13 assertion, you know, that's what this is for, but I
14 don't think we otherwise were looking to put e-mails out
15 there.

16 THE COURT: All right. So if I asked to see
17 something, we'll make arrangements that it be filed
18 properly under seal. Go ahead, Mr. Gralewski.

19 MR. GRALEWSKI: Thank you. I want to do three
20 things with my 15 minutes. I want to first respond to
21 any questions you have. I want to summarize our
22 objection, I want to amplify five things briefly in our
23 papers. So before launching into a summary of our
24 objection, if you have any questions now, I'm happy to
25 answer them, I can also do that as things come up as

1 well.

2 THE COURT: All right. I have some
3 questions -- let's see here.

4 Okay. Just an arithmetic question, does your
5 current lodestar as listed by Mr. Alioto in his proposed
6 allocation, does that reflect billing your Japanese
7 translators at \$575 an hour, or reduced rate of \$400 an
8 hour?

9 MR. GRALEWSKI: 575.

10 THE COURT: So although Mr. Alioto talks about
11 reducing them to 400, that has never actually been done?

12 MR. GRALEWSKI: I don't believe Mr. Alioto
13 takes the position that our Japanese lawyers should have
14 their rate reduced to 400. There was a cap of 400 for
15 foreign language reviewers. I think that we're of the
16 same mind that -- that our two Japanese lawyers were not
17 subject to the cap.

18 I believe the issue that Mr. Alioto has is
19 that the rate that our lawyers went in at was -- was
20 higher than, for example, Ms. Kim Helms at Straus &
21 Boies, so in connection with allocating a fee to us,
22 they equalized that. And we don't believe that was
23 appropriate given, for example, that Sawa Nagano, who is
24 our current Japanese lawyer, who is a 14-year lawyer,
25 former associate at MoFo, you know, she's really an

1 exceptional lawyer. Ms. Nagano, for example, at 575 as
2 a 14-year lawyer is \$5 less than Ms. Capurro, who is a
3 12-year lawyer.

4 And so we feel that the rates of our Japanese
5 lawyers, particularly given the role that they played in
6 the case, is appropriate.

7 THE COURT: So there was no actual arithmetic
8 adjustment, it was just a factor that lead counsel took
9 into effect in setting his multipliers?

10 MR. GRALEWSKI: Of course, that's -- that -- I
11 believe that's correct.

12 THE COURT: Okay.

13 MR. GRALEWSKI: And to the extent I'm not
14 correct, Mr. Alioto can correct us.

15 THE COURT: Okay. So I think you told me that
16 you had had a large role in the Samsung discovery, you
17 first chaired all the Samsung depositions after the
18 direct purchaser plaintiffs settled.

19 Mr. Alioto says that -- you know, notes that
20 you came in the case in 2013, or at least you didn't get
21 involved in the Samsung discovery effort until 2013,
22 that Straus & Boies had led it for the three years prior
23 to that, and he characterizes the Samsung depos and the
24 discovery generally as a team effort in which you did a
25 good job, but it wasn't a solo performance. And that he

1 thinks you're somewhat gilding the lily as to your role
2 in the Samsung discovery.

3 Do you want to comment on that?

4 MR. GRALEWSKI: I can. Just to make sure the
5 record is correct, and I think you, Special Master
6 Quinn, noted this. Kirby McInerney came into the case
7 in 2010, well before the class certification, we did get
8 involved in the Samsung/SDI discovery effort after it
9 was underway. The -- the depositions were absolutely a
10 team effort. I think that -- I think that the way the
11 case was run overall was a team effort and I think the
12 special master noted that in your report and
13 recommendation, recommending the settlements be approved
14 and the fees be awarded.

15 We did work together, Mr. Cihlar, Ms. Kim
16 Helms, Ms. Capurro, we worked together selecting
17 exhibits, we worked together on strategy, we decided
18 which documents to get certified translations of. I
19 guess I will run the risk of being like -- speaking
20 highly of myself which I don't like to do, but when it
21 came to --

22 THE COURT: Got to do it today.

23 MR. GRALEWSKI: I know.

24 THE COURT: Nobody else is going to do it.

25 MR. GRALEWSKI: When it came to the outlines,

1 when it came to the outlines of those depositions, it
2 was not a team effort. I painstakingly drafted each and
3 every one of the deposition outlines that I took. They
4 were exceptional. They were detailed. I have copies of
5 them. And I can present them to the special master if
6 the special master wants them.

7 I wrote out all of my questions and I think
8 that those outlines, after the team effort of selecting
9 the documents and strategizing on how to approach the
10 depositions, led to the results that we achieved in
11 those depositions.

12 THE COURT: Okay.

13 MR. GRALEWSKI: And I will note that both lead
14 counsel and members of the trial team in unsolicited
15 e-mails in real time highly -- was highly complimentary
16 of my questioning of the Samsung SDI deponents.

17 THE COURT: So we're really talking here about
18 a difference of degree. I mean, your firm got the sixth
19 highest multiplier in the proposed allocations. So
20 there's no suggestion by anyone that you were not
21 important, that you didn't do a good job.

22 So I'll just note that.

23 MR. GRALEWSKI: Sure.

24 THE COURT: Mr. Alioto says, you know, notes
25 that you, compared to other firms, had no responsibility

1 for drafting any of the major briefs in the case and
2 that you drafted one motion in limine out of 64. True,
3 not true, comments on that.

4 MR. GRALEWSKI: I'll make some comments and
5 this is one of the areas that I was prepared to address
6 certainly. It is true that Kirby McInerney was more
7 heavily involved in other aspects of the case and I
8 think this was noted in the papers filed in support of
9 the settlement, but we did have a hand in important
10 briefs.

11 For example, the documents presented to the
12 special master in connection with class certification,
13 we were responsible for a large appendix attached to
14 that brief that demonstrated the class representatives'
15 adequacy.

16 We also participated in the objector section
17 of the brief in support of the settlement. We drafted,
18 along with Straus & Boies, a motion to compel a Samsung
19 SDI deponent. We drafted in addition to the motion in
20 limine, I had responsibility along with Mr. Stewart,
21 who's on the phone, for a motion to strike that Toshiba
22 filed related to the class representatives who Toshiba
23 claimed lack proof of purchase. Along with Mr. Cihlar,
24 I was also responsible for a motion to strike some
25 deposition errata that sought to unwind some great

1 testimony that we received in the Samsung depositions.

2 And I did have full responsibility for a lot
3 of briefing opposing Mr. Bonsignore's improper efforts
4 to submit evidence to undermine the settlement. That
5 was not purely objector discovery stuff. I think the
6 special master is aware of all of those briefs.

7 Were these important briefs? They weren't
8 glamorous, but I think they were important. They were
9 part of the groundwork campaign, if you will, but we
10 were involved in briefing. And -- and again, it wasn't
11 the main aspect of the case for us.

12 THE COURT: Okay. Mr. Alioto notes that your
13 Japanese document reviewers, in particular, is it
14 Ms. Nagano?

15 MR. GRALEWSKI: Originally it was Akiko
16 Kikuchi.

17 THE COURT: Okay.

18 MR. GRALEWSKI: She was involved in the case
19 for the majority of the case, and then she left the firm
20 and then Sawa Nagano became our Japanese lawyer.

21 THE COURT: And he says they reviewed and
22 translated documents, did so competently, skillfully,
23 but they did not -- characterizing them as leading or
24 supervising anyone in connection with the Japanese
25 language effort is not accurate, that Straus & Boies led

1 the whole foreign language part of the case, and your
2 people were, you know, excellent at what they did, but
3 were not leaders.

4 MR. GRALEWSKI: And I -- may I comment?

5 THE COURT: You may.

6 MR. GRALEWSKI: Okay. So I'd like to refer
7 the special master to my declaration dated
8 September 23rd, 2016, which is attached as Exhibit A
9 to our response. Paragraph 4 of that declaration.

10 THE COURT: Yes.

11 MR. GRALEWSKI: Okay. Paragraph 4 of that
12 declaration I drafted after doing my due diligence with
13 respect to what exactly our Japanese lawyers did. And
14 that paragraph summarizes what we believe is the most
15 accurate depiction of the leadership responsibilities
16 that are our Japanese lawyers were assigned.

17 THE COURT: Okay. So you're talking about
18 page 3, line 24, through page 4, line 10 of your
19 declaration.

20 MR. GRALEWSKI: I -- no, that's not it. I --
21 I don't believe that's it. I filed so many
22 declarations, we may not be -- is the one you're looking
23 at dated September 23rd?

24 THE COURT: September 23rd, 2015.

25 MR. GRALEWSKI: Yeah, it's amazing time flies.

1 That was my original declaration.

2 THE COURT: Oh.

3 MR. GRALEWSKI: In support of the settlement.

4 In that declaration we talked about what our Japanese
5 lawyers did, and I stand by that.

6 THE COURT: So are you saying there's a
7 subsequent declaration I should look at?

8 MR. GRALEWSKI: Yes.

9 THE COURT: Could you get me the docket number
10 of that?

11 MR. GRALEWSKI: I can tell you right now.

12 THE COURT: Okay.

13 MR. GRALEWSKI: It's docket number 4875-1.
14 And that is --

15 THE COURT: So that's the part -- that's the
16 Exhibit A to your current objection?

17 MR. GRALEWSKI: It's Exhibit A to my response
18 to the omnibus --

19 THE COURT: Okay.

20 MR. GRALEWSKI: -- document.

21 THE COURT: Okay.

22 MR. GRALEWSKI: And paragraph 4 lays out
23 exactly what the leadership responsibilities of
24 Ms. Kikuchi and Ms. Nagano were.

25 THE COURT: All right. I'll look at that. So

1 why don't you go ahead, I don't want to take all your
2 time.

3 MR. GRALEWSKI: Okay. So I'm going to
4 summarize our argument and then highlight five points
5 and then I'll be done.

6 My opinion about lead counsel or the way the
7 case was litigated has not changed since I submitted the
8 declaration that you were just looking at. I think that
9 lead counsel did a phenomenal job, as did the firms we
10 had the pleasure to work with, including Zelle. Our
11 objection is not based on the quality of anyone's work.
12 It's limited to the spread in the overall fee between
13 lead counsel and my firm.

14 As we mentioned in our opening papers,
15 regardless of how exceptional lead counsel was, we think
16 that allocating 29 percent of the overall fee to itself
17 is too large of a gap between lead counsel and our firm
18 as well as certain other firms, frankly.

19 I know that the Special Master talks about
20 degrees. We are talking about in my firm's case, for
21 example, between 3 and \$6 million, which is money.

22 There's legal precedent for our objection.
23 And I'm going to refer the Special Master to two -- one
24 opinion and one brief. We cite the 1998 Vitamins
25 opinion in our papers. It's cited at page 2 of our

1 opening brief in support of our objection.

2 By the way, I did document review on that
3 case, it was one of the first cases I worked on,
4 Mr. Stewart assigned me to that case.

5 In this opinion that we cite in the brief one
6 of the plaintiff's firms objected to the fee allocation.
7 And the court ordered lead counsel in that case to pay a
8 portion of the fee that it reserved for itself. In that
9 case there was \$123 million fee, which is similar to the
10 fee here, and in that case lead counsel reserved
11 20 percent of the entire fee for itself. And there the
12 court ordered lead counsel basically to reduce its share
13 of what it had reserved for itself. I would note that
14 the objecting firm in that case didn't do nearly the
15 level of work that KM did in this case.

16 The Vitamins court talked about how -- and we
17 believe the same principle should apply here, the
18 Vitamin court talked about how allocation means
19 proportion. And the vital question is how does the
20 share that lead counsel is taking compare to the shares
21 others are getting. And the court noted that lead
22 counsel must make a fair allocation, even if that
23 allocation diminishes the share lead counsel reserves
24 for itself.

25 We think that that is an analysis the court

1 should -- or the Special Master should look at here,
2 given that this is a case where Trump Alioto, who is a
3 very small firm, with all due respect to them, they're a
4 two or three lawyer firm and they subcontracted large
5 chunks of lead counsel kind of work out to my firm and
6 others. And we think that on the facts of this case,
7 the spread is too big.

8 Then there are the Cipro cases one and two
9 that Mr. Scarpulla brought to the special master's
10 attention a few days ago. And apparently in the Cipro
11 cases, just 11 days ago, Mr. Alioto filed papers seeking
12 a 3.08 multiplier on his firm's time which, according to
13 Mr. Scarpulla anyway, is a multiplier essentially the
14 same as colead counsel on that case.

15 It also appears that the level of work that
16 Trump Alioto did in the Cipro cases doesn't approach the
17 overall level of work that Kirby did in the CRT case.
18 So we think we're on solid footing with respect to what
19 we're asking for, based on Trump Alioto's own arguments
20 in another case.

21 I'm going to finish up by amplifying the five
22 things I wanted to talk about, and we may actually have
23 addressed some of these already in your questions. I
24 want to talk about the quantity and quality of Kirby's
25 work. I want to talk about our Japanese lawyers to the

1 extent we already haven't addressed some of the things I
2 wanted to highlight. I want to talk about -- we talked
3 about our briefing or lack thereof, according to Trump
4 Alioto. I want to talk about the implications that my
5 firm wasn't involved in the summary judgment effort,
6 which is not true. I want to talk about the assertion
7 that we miscategorized some of our time, and I want to
8 talk about assessments.

9 THE COURT: Okay. Fast.

10 MR. GRALEWSKI: Quantity and quality of work,
11 we agree on three things. Lead counsel never asserts
12 that any of our time was unauthorized. They acknowledge
13 on page 30 of the brief that we're one of the firms in
14 the core group and it acknowledges many times we did
15 very good work.

16 I'm going to skip the Japanese lawyers point
17 because I think we've covered that and I've referred the
18 special master to my declaration.

19 With respect to summary judgment, lead counsel
20 emphatically states that we weren't involved in that
21 effort. It's true that we didn't draft -- have drafting
22 responsibility for any of the motions and there's good
23 reason for that. In I believe it was November of 2014
24 Mr. Cihlar and I were responsible for the motion to
25 compel the attendance of J. Hasson (ph) after the close

1 of discovery. He was one of the Samsung SDI deponents
2 that I first chaired.

3 That deposition was scheduled for
4 December 2nd through 4th of 2014, drafts of the
5 summary judgment papers were due December 8th. I was
6 assigned to work with Mr. Cihlar on an opposition to the
7 motion for summary judgment regarding antitrust
8 standing.

9 Mr. Cihlar and I, as we did often throughout
10 the case, talked about having too much to do and not
11 enough time to do it in, so we agreed that I would
12 prepare for and take the Ahn (ph) deposition by myself
13 with the help of Ms. Kim Helms from his firm and he
14 would draft the opposition to the summary judgment
15 brief.

16 After the Ahn deposition was completed, I
17 reached out to Ms. Capurro, asked her if she needed help
18 with any of the other summary judgment briefs. She
19 indicated to me that she was unhappy with the Fattiah
20 (ph) brief. Apparently it was lacking in evidence.

21 I set about and provided her with evidence in
22 support of the opposition to summary judgment on the
23 Fattiah issues.

24 Our -- one of our lawyers, Will Harris, the
25 entire time was involved in the AGC impact issues with

1 respect to summary judgment, and at the eleventh hour,
2 we all stepped in, my firm did, and got the Fattiah
3 brief on file on December 23rd, I believe it was. So
4 I think is it a little disingenuous to suggest that we
5 weren't involved in the summary judgment effort.

6 The miscategorization issue, and these are the
7 last two things I'll talk about, miscategorization,
8 towards the back of the brief, the omnibus brief, lead
9 counsel suggests that we categorized deposition
10 preparation time as deposition preparation and not
11 document review.

12 That's not the case. I was the one who raised
13 it. I reached out to Ms. Capurro. I asked how does
14 Mr. Alioto want this time categorized? I was told
15 eventually how Mr. Alioto wanted it categorized and we
16 recategorized that time.

17 I want to stress that this was approximately a
18 month before there was ever any indication that there
19 was going to be a rate cap. This had nothing to do with
20 the issue of avoiding a rate cap. This was simply how
21 do we feel categorizing this time accurately reflects
22 what people did?

23 Once we were told what the rules were, we
24 followed the rules. To the extent, and it appears that
25 lead counsel took this into consideration, it's an abuse

1 of discretion under the Vitamins case. The Vitamins
2 case holds that when lead counsel bases an allocation on
3 clearly erroneous facts, it's an abuse of discretion.

4 It's clearly erroneous here because I informed
5 Ms. Capurro in a July 22, 2015 e-mail that we were
6 following the categorization rules.

7 Lastly, assessments, the Special Master is
8 well aware that in the LCD case, the Special Master
9 reasoned that some multipliers were too high because
10 firms contributed too little or nothing or made their
11 contributions late. And so there were downward
12 adjustments. Lead counsel said that reasoning is not
13 applicable because the assessments were huge in LCD, so
14 you can't look at LCD in this case.

15 I just want to remind the special master that,
16 for example -- we disagree with that. In the LCD case,
17 there was a firm Murray and Howard. Their multiplier
18 was originally 2.07, the special master increased it to
19 2.25 because the special master concluded, one,
20 Mr. Howard had a leadership role in the case, and
21 Mr. Howard's firm had contributed \$75,000 in
22 assessments. And those numbers are in line with what
23 we're talking about in this case.

24 That's all I have for now. I'll wait to
25 answer any more questions or respond.

1 THE COURT: Okay. Thank you. Mr. Alioto?

2 MR. ALIOTO: Thank you, Special Master. We
3 don't certainly have any criticism of Mr. Gralewski's
4 firm. We don't take issue with any of the work that he
5 said he did.

6 But he -- the job we faced was to make an
7 allocation, a relative allocation with reference to his
8 work in comparison to all of the other firms. Maybe I
9 ought to take just a step back because this is something
10 I'm going to say for this objector and it applies for
11 all of the objectors.

12 We spent the better part of three weeks on
13 this allocation. We spoke to almost every firm, we
14 wanted all of the factors. I think we had about 90,
15 95 percent of them, but I'll be quite candid, in
16 discussing these allocations with the firm, some other
17 factors came up. So by the time we made our allocation,
18 we had -- we were fully informed.

19 And we were fully informed as to
20 Mr. Gralewski's firm, there's nothing that he's
21 presented here today that would have us change our mind
22 or change our allocation, and if there were, if there
23 were something, we would do it, we would change it.

24 We have no axe to grind here, no agenda. This
25 is a case that didn't have factionalism or competing

1 groups. This was a fairly -- with the exception of
2 these objectors that we're going to get to on the third
3 day, this was a fairly homogeneous group, and the
4 response to this allocation has been very, very
5 encouraging. 50 firms, and you're going to hear from a
6 handful of people, I think that's a tremendous
7 accomplishment to be able to get this kind of unanimity
8 with this many firms involved, and it's attributable to
9 the work we put in, to the feedback we got from the
10 firms, and to putting our own allocation out there as
11 well. That was discussed as well. We'll get to that
12 when it comes our turn to discuss our allocation.

13 The point is we came to this allocation to
14 Mr. Gralewski by considering all of the facts, all of
15 the evidence, and made a determination as to his
16 relative contribution vis-a-vis other firms.

17 Without making any criticism or -- or of any
18 challenge to what he said, he's in the right place, he's
19 right up there at the top, he actually has the second
20 highest lodestar in the case, so that adjustments to his
21 multiplier have a greater knock-on effect. But there is
22 no basis to -- to increase, I think you're going to hear
23 from some other lawyers who probably -- probably think
24 that he's a little on the high side, but we're in a very
25 good position to make this assessment. We know better

1 than anyone who did what over the whole course of the
2 case, some of these objectors come in and make these
3 arguments about where they should be and they tell their
4 side of the story, well, they're not doing you any
5 service by doing that because they have to tell their
6 side of the story in relation to what was done by the
7 other firms in the case.

8 And I don't think anybody in this case -- in
9 fact, I know no firm in the case can make that kind of
10 relative assessment. So we stand by that allocation.
11 As I say, we have no -- I'm not an advocate. I mean, I
12 have no pride of authorship in this, this is an
13 allocation based on all of the factors, using our best
14 judgment considering all of the facts, all of the
15 evidence, all of the information that was made available
16 to us unbiased, without an agenda, in complete good
17 faith to rank that firm where we ranked them. And if
18 you would like me to dig deep now and go into the actual
19 details, I can go into the details, but --

20 THE COURT: If you have nothing to add to what
21 you've --

22 MR. ALIOTO: Nothing to add.

23 THE COURT: -- put in your very clear papers,
24 please don't do it.

25 MR. HASTINGS: Yeah. The brief digs into the

1 details, this is the kind of the view from 50,000 feet,
2 but if you start moving that firm vis-a-vis, say the
3 Straus & Boies firm, there is a firm who was in it for
4 the long haul, since day one, three and a half years
5 before Mr. Gralewski's firm -- excuse me, they came a
6 little bit later, but they had roles, for example, like
7 the translation objections and the foreign language
8 documents.

9 They were completely in charge of that project
10 from the start of discovery until the conclusion of the
11 case. Major undertaking, sure, other people were
12 involved, there's a lot of input. It was a huge
13 undertaking in the case, but there's an example of a
14 long term important commitment by a firm. They were
15 involved in strategy. They were involved in settlement.
16 They were involved in a number of assignments over a
17 long period of time, relative to Mr. Gralewski, that was
18 more important. That's how we made this assessment. It
19 was made relative, relative contributions.

20 The facts are in the brief, you know, who did
21 what, how we weighed them, what were the various
22 considerations are, but in shorthand form here, that's
23 how we came to that allocation based on relative
24 contributions over the entire course of the case.

25 THE COURT: Thank you. I'm going to give

1 other people a chance to talk, but let me ask you,
2 Mr. Gralewski, are you asking me to hopscotch you, you
3 know, over the four, five firms that are in front of
4 you, to change the order in which lead counsel has
5 ranked them, or are you just asking me to whack the
6 Trump Alioto allocations somewhat and apportion some of
7 it to you?

8 MR. GRALEWSKI: Thank you. We're not asking
9 to hopscotch over anybody. As a matter of fact, our
10 position is that Straus & Boies is too low, and their
11 multiplier should be increased. That's been our
12 position since we first started discussing this with
13 lead counsel.

14 Our position is that our multiplier and Straus
15 & Boies' multiplier should be the same. The law offices
16 of Sylvie Kern, we believe, has a multiplier that's a
17 little too high given the fact that she didn't bring the
18 full complement of things to the case that Kirby did and
19 Straus & Boies did. She was a solo and she did a great
20 job at what she did, she didn't contribute any money, no
21 knock against Ms. Kern. We feel like that multiplier is
22 a little rich.

23 Also above us is Freedman Boyd. It's hard to
24 argue with lead trial counsel's multiplier. They have a
25 relatively low overall lodestar. One could argue that

1 getting the second highest multiplier in the case for
2 working for five months is a little rich, but you know,
3 our issue isn't really with Freedman Boyd.

4 Fundamentally, we think that the spread, or
5 the -- I should say is the reserve that lead counsel has
6 taken for itself is too rich. 29 percent of the overall
7 fee for a two or three lawyer firm that subcontract out
8 chunks of lead counsel work is too much. And some of
9 that money should be given to Straus & Boies, some of
10 that money should be given to Kirby McInerney, and
11 frankly, some of that money could also be given to firms
12 in the light blue tier, or even the green tier.

13 THE COURT: Okay. Any -- let's start with
14 Ms. Kern, did you have anything you wanted to add?
15 Don't feel compelled.

16 MS. KERN: Well, as the first time that I've
17 heard Mr. Gralewski or his firm contest my contribution
18 to the case directly so I was a little surprised to hear
19 that, I didn't have a chance to respond. I don't
20 believe that my multiplier is too high. And I'm not
21 going to get into the details.

22 I think that counsel's papers do a pretty good
23 job of setting forth my contributions. And as far as my
24 financial contributions, I did file a declaration which
25 I'm sure you're aware of, and I set forth that I've

1 contributed over -- well, over \$540,000 in my time over
2 the past year that has not been compensated and is
3 unlikely to ever be, it was not part of my lodestar.
4 There's no multiplier that was added to that. And I've
5 also included a \$5,000 assessment towards the fees of an
6 expert.

7 THE COURT: Are you saying there's 540,000 of
8 time that will not be compensated, or cash out the door?
9 Out of pocket cash?

10 MS. KERN: No, I'm saying my time.

11 THE COURT: Of time.

12 MS. KERN: Over the past year.

13 THE COURT: Yeah.

14 MS. KERN: Yes. Plus the \$5,000 in cash.

15 THE COURT: Okay. Anything else?

16 MS. KERN: No.

17 THE COURT: Okay. Mr. Micheletti, anything?

18 MR. MICHELETTI: Yes, I do.

19 THE COURT: Just because I mention your names
20 doesn't mean you have to have something to say.

21 MR. MICHELETTI: That's okay. I came here
22 planning to say something. First of all, Your Honor
23 made reference to Kirby being sixth highest multiplier
24 and on this allocation chart they are number 6, but the
25 reality is, is that they've already leapfrogged over

1 Zelle by virtue of the error in their reported lodestar,
2 which is actually lower than the number that is shown
3 here. And their multiplier is a 2.099, I believe, 2.1,
4 so I just wanted to make sure Your Honor was aware of
5 that. You're referring to them as having the sixth
6 highest multiplier.

7 THE COURT: Yeah, I have that noted, but I --
8 I just have it noted in handwriting so...

9 MR. MICHELETTI: Understood. And, you know,
10 that to us is one of the main issues and one of the main
11 reasons why we filed a response. And it's our view that
12 Zelle's contributions should not be put below those of
13 Kirby.

14 We believe that we belong at their level or
15 higher. And that is the main reason why we felt the
16 need to respond, because it's clear that the discussion
17 that's set forth in their papers devalues Zelle's
18 contribution.

19 They took us out of the lead counsel group.
20 And their discussion of the -- I'm sorry, the core
21 group, even though lead counsel put us in the core
22 group. And these are all points that we've made in our
23 papers and I don't want to go over those again, but what
24 I do want to point out is we now have lead counsel's
25 response to Kirby's objection.

1 And if you look at all the arguments that lead
2 counsel asserts to justify its elevation above Kirby,
3 all of the points that they go through and which we
4 agree with, all of those points provide equal support
5 for Zelle having made more significant contributions to
6 the success of the case than Kirby.

7 The first point that lead counsel relies upon
8 is timing and when the firms entered the case. And lead
9 counsel emphasizes that Kirby didn't join the case until
10 2010 and no assignments until April of 2011. That same
11 argument that applies to lead counsel and that justifies
12 their being elevated above Kirby applies to Zelle.

13 Zelle started the case at the outset. I mean,
14 they filed one of the first complaints and worked with
15 lead counsel on high level assignments from the getgo,
16 billed 4,192 hours from 2007 to 2011, which is more than
17 double of that of Kirby in the early stages of the case.

18 So timing is one of the items that lead
19 counsel focused on in supporting their being higher, and
20 all those arguments apply with equal force to Zelle.
21 The higher level of work lead counsel argues that even
22 after Kirby joined the case, lead counsel's work was at
23 a much higher level than Kirby. The same argument
24 applies to Zelle. And this is perhaps best exemplified
25 by the lead role, along with lead counsel took in class

1 certification, arguing it right here, and as well as
2 working with the experts, and working on defendant
3 discovery, taking all the defendant expert depositions
4 on behalf of the indirect purchaser plaintiffs.

5 So with respect to that particular criterion
6 that lead counsel relies upon, it applies equally to
7 Zelle. Lead counsel argues that it had more senior
8 attorneys on the case than Kirby, the same is true for
9 Zelle. Our team included two senior partners, myself
10 and Mr. Corbitt. Two juror partners, Ms. Zahid and Mike
11 Christian, as well as a senior associate, Qianwei Fu.

12 So not only were we more senior, but all of
13 those -- almost all of them, including Mr. Corbitt,
14 Ms. Zahid and Ms. Fu had extensive involvement in LCDs
15 and brought that experience with them to this case. I
16 was one of the primary lawyers at Zelle that litigated
17 the SRAM case. I brought that experience.

18 So not only do we have more senior lawyers
19 working on the case, but we brought tremendous
20 experience from prior indirect purchaser cases. And
21 these are not my criteria, these are the criteria that
22 lead counsel is relying upon in justifying their being
23 paid a higher multiplier than Kirby.

24 Lead counsel argues that Kirby's initial
25 assignments were not that demanding. The opposite is

1 true for Zelle. Early on in the case, we were very much
2 involved in the pleading motions and had a level of
3 responsibility with those that resulted in, I believe,
4 Craig Corbitt making arguments both before special
5 master and I think before the district judge when the
6 R&R was challenged. So early on in the case our
7 assignments were -- were at a high level and were
8 demanding assignments.

9 With respect to Kirby's role in document
10 review and class certification, lead counsel argues that
11 Kirby's role was minor compared to the other core firms.
12 Our firm is one of the core firms that lead counsel was
13 referring to. We don't even need to argue those facts.

14 If you go and look at lead counsel's
15 discussion of those events in the case, document review
16 and that work in the case and the class certification at
17 pages 34 and 35 of their brief, you'll see them
18 described, Zelle's role in that work.

19 THE COURT: Okay. Take a couple more minutes
20 if you need it and then I need to hear from other
21 people.

22 MR. MICHELETTI: Absolutely. With respect to
23 summary judgments, trial prep and post-settlement work,
24 I don't think Kirby's work stands above and beyond that
25 of Zelle.

1 We were involved in trial preparation. We
2 were involved in post-settlement work and contributed as
3 we set forth in our brief extensively.

4 I guess what I would like to conclude with,
5 Special Master Quinn, is that if there is any increase
6 to Kirby's multiplier, it should definitely not come
7 from Zelle. And I think the reality of the record
8 that's been made by these proceedings establishes very
9 clearly that Zelle belongs at a multiplier that is equal
10 to or higher than Kirby based upon the record.

11 THE COURT: Okay. Good, thank you. Anyone on
12 the phone have anything to say?

13 MR. SCARPULLA: Your Honor, this is Fran
14 Scarpula. I made an objection to a number of the
15 allocations in the fees, and I have nothing to add on
16 this one to -- other than what is in the documents which
17 are already filed and before you.

18 THE COURT: Okay. Good, thank you. Anyone
19 else?

20 MR. SCARPULLA: I just -- did want to say just
21 one thing, I've been around a long time and I've done
22 this for a long time and I know who does what and who
23 does proper work. And Zelle did the best work in this
24 case. They're the ones who really led the case, not
25 Mr. Alioto. And if anybody gets a high multiple, it

1 ought to be Zelle. That's all I have to say.

2 THE COURT: Okay. Anyone else on the phone?

3 MR. GOLDBERG: Special Master Quinn, this is
4 Joe Goldberg in Albuquerque, New Mexico. I have a
5 couple of brief comments I'd want to make.

6 THE COURT: Please.

7 MR. GOLDBERG: First, I want to thank the
8 Special Master the opportunity to participate over the
9 phone. As much as I love San Francisco, it's more
10 convenient not to get on a plane and fly out there.

11 A couple of things, throughout his affidavit
12 or declaration and their brief, Mr. Gralewski, for Kirby
13 McInerney, he makes constant reference and comparisons
14 of his firm's to my firm's contributions to the common
15 fund assessments.

16 My firm as well as the two firms that came in
17 with me, Fine Kaplan and Black, and Hulett Harper, when
18 we came into the case, there were no assessments called
19 for from the common fund. It is not as if we were
20 assessed and we didn't make any contributions to the
21 common fund.

22 There were -- assessments to the common fund
23 had ceased because -- for a variety of reasons that are
24 not necessary to go into. That's number one.

25 Number two, not -- it's not as if my firm and

1 the Hulett Harper firm and the Fine Kaplan firm did not
2 make out-of-pocket advances to this case. My firm made
3 advances of out-of-pocket expenses of somewhat in excess
4 of \$36,000. The three firms combined made contributions
5 of out-of-pocket expenses in the very short time that we
6 were in the case in excess of \$100,000.

7 All right. The distinction between an
8 assessment to the common fund and other out-of-pocket
9 expenses is an arbitrary distinction and I'll give the
10 special master one example of that. It -- one of the
11 responsibilities I had in trying to organize this case
12 to go to trial and transmute facts into evidence was to
13 house a group of lawyers from outside of San Francisco
14 who were going to come into San Francisco.

15 And so we -- we made arrangements, we made
16 arrangements with a local hotel for a bunch of hotel
17 rooms, in excess of 20 hotel rooms, and for space for a
18 back room law office. And the hotel required a deposit.
19 I wrote a check, or more specifically, I put on my
20 firm's plastic a very sizable, five-figure amount for
21 that hotel which, by the way, is among the \$36,000
22 advanced.

23 Well, that would be a common fund expense,
24 except as things went out, it had to be done and it came
25 from my firm. That's an arbitrary distinction. If the

1 special master wants to make a comparison, which by the
2 way, I don't think is the right thing to do -- which
3 I'll talk about in just a second -- but if the special
4 master wants to make a comparison, a metric that is
5 commonly used and one that I use all the time in my law
6 office and that is what is the percentage of the
7 lodestar that you're out of pocket advances constitute,
8 because you can't stay in business if your lodestar is
9 \$100,000 and your out-of-pocket advances are \$500,000.

10 And the percentage of my firm's lodestar that
11 is represented by the advances, about 6.3 percent, I
12 misrepresented it in the footnote in my declaration as
13 7 percent because I -- I used the wrong -- I used the
14 wrong denominator. I used our firm's lodestar as
15 opposed to reduce -- I used our firm's reduced lodestar
16 as opposed to the -- (inaudible) -- which is how I
17 compared Kirby McInerney's.

18 And Kirby McInerney's total expenses --
19 (inaudible) -- fund and other out-of-pocket expenses are
20 about 2 percent of their lodestar. I'm not criticizing
21 them. I don't crit- -- one of the things you learn when
22 you prepare the cases for trial is everybody makes
23 contributions to these cases. You can't try these cases
24 without everybody making contributions.

25 I'm not criticizing them, I'm not criticizing

1 their out-of-pocket expenses. I'm not criticizing their
2 lodestar, but I am criticizing Mr. Gralewski, what I
3 think is a -- is a misleading --

4 THE COURT: Okay.

5 MR. GOLDBERG: -- misleading comparison.

6 THE COURT: Mr. Goldberg, I sort of have
7 straight in my mind the issues surrounding the
8 contributions and the lodestar. I mean, if you have any
9 other points, could you make them.

10 MR. GOLDBERG: No, that's fine. I just want
11 to make sure that I got the point across.

12 The last thing I want to say is that it -- in
13 Kirby McInerney's papers as well as others which we'll
14 talk about in other hearings, but there is a sense that
15 the special master should make a determination looking
16 solely at risk, who put what at risk?

17 Well, first of all, our lodestar was at risk
18 when we came in, because when we came in in the fall of
19 2014, the settlements were \$35 million and the lodestar
20 was in excess of \$70 million at that time.

21 So our -- our lodestar was at risk, our
22 out-of-pocket expenses were at risk, but much more
23 important than that, that risk is not the only factor.
24 The lead counsel here and any decision maker has to take
25 into consideration who adds value to the case, what kind

1 of value is added to the case for the results.

2 And we submit that my firm, the Hulett Harper
3 firm, Fine Kaplan firm added real value to this case, I
4 think Mr. Bill Blechman's declaration that was filed in
5 this case, and the special master has it, supports the
6 fact that we added real value to this case.

7 Thank you very much, Special Master Quinn.

8 THE COURT: Thank you. Anyone else?

9 MS. CAPURRO: Your Honor, I would like to say
10 something briefly.

11 THE COURT: Let's get --

12 MS. CAPURRO: Sure.

13 THE COURT: -- anyone else on the phone?

14 All right. Let's see, before we give Alioto
15 another crack, Mr. Gralewski, quickly.

16 MR. GRALEWSKI: Two minutes. I'm just going
17 to respond. I want to clarify something I said about
18 Ms. Kern's firm and anyone else. I -- our position is
19 not that we're looking to lower anyone's multiplier
20 except, of course, with respect to lead counsel's. I
21 just wanted to clarify that.

22 And 90 seconds on the Zelle arguments. We
23 were involved in class certification. We were involved
24 in the economics. We disagree with the points in lead
25 counsel's omnibus brief that Mr. Micheletti cites to.

1 We took -- I was the point person for the Best
2 Buy and Costco depositions. Mr. Micheletti requested
3 copies of those depositions, and featured testimony that
4 I elicited in our reply brief in support of class
5 certification.

6 There was a lot in the briefs about the direct
7 action plaintiff depositions, when Mr. Micheletti was
8 preparing to defend Dr. Netza's (ph) deposition, and in
9 preparing to take Dr. Ordover's (ph) deposition, he
10 turned to me to mine all of those DAP depositions for
11 economic testimony and passthrough testimony, and we did
12 that for him. So to suggest that we weren't involved in
13 the economics of the case is not accurate.

14 Lastly, this is one of those tough days, I'll
15 take the special master's guidance here and say the last
16 thing. The special master noted in the LCD report and
17 recommendation that what has to be counterbalanced, the
18 excellent work that Zelle did has to be counterbalanced
19 with the facts that lead counsel puts in paragraphs 17,
20 25, 26 and 30 of Mr. Alioto's September 17th, 2016
21 declaration. And that is the fact -- that was his --
22 that was a declaration in support of his omnibus
23 response.

24 And in that declaration, he points out that
25 Zelle made unauthorized settlement demands on Phillips,

1 complained to the special master, undermined lead
2 counsel, diverted resources at crucial times and
3 adversely impacted lead counsel's ability to negotiate
4 settlements.

5 THE COURT: But he's talking about
6 Mr. Scarpulla when Mr. Scarpulla was at Zelle.

7 MR. GRALEWSKI: He's talking about
8 Mr. Scarpulla when Mr. Scarpulla was at Zelle. He's
9 also talking about, with all due to respect to them,
10 Mr. Corbitt and Ms. Zahid.

11 You know, based on the law that the special
12 master laid out in LCD, those things need to be
13 counterbalanced with Zelle's exceptional work. And when
14 you counterbalance those, there's just no way that Zelle
15 can be higher than Kirby.

16 THE COURT: Okay. Ms. Capurro?

17 MS. CAPURRO: Thank you. I would just like to
18 respond with a little bit of detail to some of the
19 assertions that Mr. Graleweski has made today.

20 I worked on this case full-time, basically,
21 since -- I worked on its since its inception in 2007,
22 and from about 2011 onwards, I've worked on the case
23 totally full-time.

24 Mr. Gralewski has not given any response to
25 the point we made in our papers which is that our firm

1 was in this case for three and a half years before he
2 got involved. And that's, you know, being somewhat
3 generous because his initial involvement was very small,
4 discrete tasks, fairly low level.

5 It wasn't really until we get into 2012 where
6 the class rep depositions he was involved in, 2013 he
7 did a little bit, had a minor role in class cert. It
8 was later in 2013 that he got involved with the
9 Samsung/SDI depositions. And it was really 2014 and '15
10 where he, you know, the last year and quarter of -- of
11 an eight-year case that Mr. Gralewski's firm were really
12 doing higher level work.

13 And they never at any point in that -- in the
14 case were involved in the overall management of the
15 case. Never. The only other firms that have that
16 viewpoint and the same viewpoint that we have of being
17 able to rate the relative contributions in the case
18 would be Zelle, Straus & Boies, and Sylvie.

19 And the reason that Kirby is below those firms
20 is because they -- they did discrete tasks. They did
21 not -- we did not subcontract out lead counsel's role to
22 them in any shape or form, and you'll note that
23 Mr. Gralewski gave no examples of whatever he meant
24 whenever he said that.

25 We were always involved in every task in this

1 case, and Mr. Gralewski did excellent work on the
2 assignments he was given, but he was not making
3 assignments, he was not driving the assignments, he was
4 not deciding what needed to be done. We were doing
5 that.

6 A couple of additional points on the Japanese
7 reviewers and their rates and these are getting into
8 minutia, but I have consulted extensively with Straus &
9 Boies who led the foreign language team on what Sawa and
10 Akiko, Kirby's two Japanese reviewers, were doing. And
11 they were translating documents. They were reviewing
12 documents, they were higher level because they were
13 recognizing the good documents and translating those.

14 But it was Straus & Boies who -- and myself
15 and other deposition takers and brief writers who were
16 selecting the important documents and analyzing those
17 documents at a level far above what these reviewers were
18 doing.

19 And, you know, the point of Sawa's rate being
20 close to mine is an example of how frankly ridiculous it
21 is that she's being charged at that level because she
22 was doing document review, higher level document review,
23 but essentially document review. I was helping to run
24 the case.

25 Let's see, Mr. Gralewski has also not

1 responded to the cross-check that we noted that we did
2 in our papers, whereby we gave Bob -- or, sorry,
3 Mr. Gralewski's time a 2.6 multiplier and calculated out
4 what then the rest of his firm were getting. And the
5 rest of his firm are getting a 1.775 multiplier on their
6 time, and I don't think Mr. Gralewski can dispute that
7 everybody else other than him were doing lower level or
8 mid-level work. They were -- yes, they assisted with
9 trial preparation, yes, they assisted with depositions,
10 but that was it.

11 I think that's everything. Thank you for your
12 time.

13 THE COURT: All right.

14 MR. MICHELETTI: May I?

15 THE COURT: All right. We're breaching my
16 one-hour rule. This is not a good precedent.

17 MR. MICHELETTI: Understood.

18 THE COURT: If it's something important, go
19 ahead, Mr. Micheletti.

20 MR. MICHELETTI: Well, Mr. Gralewski just made
21 comments about some partners, former partners at Zelle.
22 And first, with respect to his comments regarding
23 Mr. Corbitt and Ms. Zahid, those are untrue statements.
24 There's not -- I don't think Mr. Alioto's declaration
25 has one -- even mentions their name. There are

1 references to Mr. Scarpulla.

2 Whatever Mr. Scarpulla may or may not have
3 done in this case, from day one to today they continue
4 to rely on Zelle to help them in this case. And we've
5 been given very, very important responsibilities
6 throughout its entirety.

7 I think that speaks volumes and I think our
8 accomplishments in the case speak for themselves.

9 THE COURT: Okay. Anything else?

10 MR. GRALEWSKI: I mean --

11 THE COURT: It's always tempting but --

12 MR. GRALEWSKI: I have e-mails, I can respond
13 to the details if the special master is inclined. I can
14 give them a couple examples. I don't have to.

15 THE COURT: Okay. Yeah, I just want to
16 reemphasize to everybody, we are going to rely largely
17 in making our determination on the papers that have been
18 submitted. The oral argument is helpful. It will, I'm
19 sure, continue to be helpful but, you know, when it
20 comes down to it, the papers are going to -- are going
21 to be of paramount importance.

22 Okay. Thank you, everybody. We will -- let's
23 see, I guess we better stick to our schedule,
24 Mr. Alioto. I mean, it's tempting to just go forward
25 since you're here, but there may be other people who are

1 counting on joining at -- at the appointed hour.

2 So we will reconvene at -- is it 3:00 or
3 3:30? -- at 3:30 to hear whatever you have to say.

4 MR. ALIOTO: Very good.

5 THE COURT: Thank you, everybody. The hearing
6 will be adjourned.

7 MR. ALIOTO: Thank you.

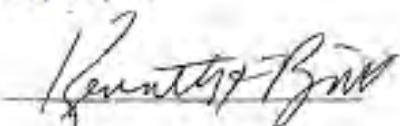
8 (Whereupon, the proceedings were
9 adjourned at 2:35 p.m.)

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1 CERTIFICATE OF REPORTER
2

3 I, KENNETH T. BRILL, a Certified Shorthand
4 Reporter, hereby certify that the foregoing proceedings
5 were taken in shorthand by me, at the time and place
6 therein stated, and that the said proceedings were
7 thereafter reduced to typewriting, by computer, under my
8 direction and supervision;

9 I further certify that I am not of counsel or
10 attorney for either or any of the parties to the said
11 proceedings, nor in any way interested in the event of
12 this cause, and that I am not related to any of the
13 parties hereto.

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18 DATED: 10/17/16
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22 KENNETH T. BRILL
23
24 CSR 12797
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[& - acknowledges]

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